

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11 Cases Under
Case No. BK-S-06-10725-LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

Judge Linda B. Riegler

In re:
USA SECURITIES, LLC,

Debtor.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☒ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

**ORDER GRANTING
MOTION FOR APPROVAL OF
SETTLEMENT PURSUANT TO
RULE 9019 OF THE FEDERAL
RULES OF BANKRUPTCY
PROCEDURE**

Upon consideration of the Motion for Approval of Settlement Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Motion”), filed by the USACM Liquidating Trust (the “USACM Trust”) and USA Capital Diversified Trust Deed Fund, LLC (“DTDF”), seeking approval, pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure, of the

1 Settlement Agreement, Mutual Release, and Covenants (the “Proposed Settlement Agreement”)
2 between the DTDF, on the one hand, and Stanley E. Fulton (“Fulton”), on the other hand; the
3 other papers and pleadings filed in these jointly administered bankruptcy cases and their related
4 proceedings; and the arguments of counsel; the Court hereby finds and concludes that:

5 1. Notice of the Motion was properly served on all creditors and parties-in-interest in
6 the above-referenced bankruptcy cases under applicable law and procedure, including the
7 Federal Rules of Bankruptcy Procedure and the local rules.

8 2. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 1334 and
9 157(a), and this Motion presents a “core proceeding” under 28 U.S.C. § 157(b).

10 3. The terms of the Proposed Settlement Agreement were negotiated at arms-length
11 and in good faith by DTDF, the USACM Trust, and Fulton.

12 4. The terms of the Proposed Settlement Agreement: (a) are fair and equitable to the
13 USACM Trust and DTDF; (b) are in the best interests of the USACM Trust, DTDF, and their
14 respective creditors and beneficiaries; and (c) meet the requirements for court approval under
15 Rule 9019 of the Federal Rules of Bankruptcy Procedure.

16 5. The Motion should be granted, the Proposed Settlement should be approved, and
17 the following order should be entered.

18 ACCORDINGLY, IT IS HEREBY:

19 ORDERED that the Motion is granted; and it is further

20 ORDERED that the Proposed Settlement Agreement is authorized and approved pursuant
21 to Rule 9019 of the Federal Rules of Bankruptcy Procedure; and it is further

22 ORDERED that Geoffrey L. Berman and Michael A. Tucker, in their capacities as the
23 respective representatives of the USACM Trust and DTDF, are authorized to execute, deliver,
24 implement, and fully perform any and all obligations, instruments, documents and papers and to
25 take any and all actions reasonably necessary to consummate the Proposed Settlement
26 Agreement and perform any and all obligations contemplated therein on behalf of the USACM
Trust and DTDF; and it is further

1 ORDERED that this Order shall be subject to a fourteen-day appeal period under the
2 recently amended Federal Rule of Bankruptcy Procedure 8002 (the “Appeal Period”); and it is
3 further

4 ORDERED that this Court shall retain jurisdiction over issues related to this Motion only,
5 as, pursuant to the terms of the Proposed Settlement Agreement, the district court will retain
6 jurisdiction over its enforcement.

7
8 PREPARED AND SUBMITTED BY:

9 DIAMOND MCCARTHY LLP

10 By: /s/ Eric D. Madden

Allan B. Diamond, TX 05801800 (pro hac vice)

Eric D. Madden, TX 24013079 (pro hac vice)

11 Michael J. Yoder, TX 24056572 (pro hac vice)

909 Fannin, Suite 1500

12 Houston, Texas 77010

(713) 333-5100 (telephone)

13 (713) 333-5199 (facsimile)

14 Special Litigation Counsel for

15 USACM Liquidating Trust and

USA Capital Diversified Trust Deed Fund, LLC

CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows
(check one):

☐ The Court has waived the requirement of approval under LR 9021

☐ No parties appeared or filed written objections, and there is no trustee appointed in the case.

☒ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below [list each party and whether the party has approved, disapproved, or failed to respond to the document.]

Timothy R. O'Reilly Approved

DATED: August 26, 2010

/s/ Eric D. Madden
Eric D. Madden

###